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Attorneys for Plaintiffs

IN THE UNITED STATES DISTRICT COURT
 FOR THE NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

JERRY VAUGHN and THERESA
 TRAVERS,

Plaintiffs,

v.

BAY ENVIRONMENTAL MANAGEMENT
 INC., CAESAR NUTI, DENNIS VARNI, FSC
 SECURITIES CORPORATION, and
 JERROLD N. WEINBERG

Defendants.

FSC SECURITIES CORPORATION and
 JERROLD N. WEINBERG,

Cross-Claimants,

v.

BAY ENVIRONMENTAL MANAGEMENT
 INC., ESTATE OF PINA J. BARBIERI,
 CAESAR NUTI, and DENNIS VARNI,

Cross-Defendants

Case No. C03-5725 (SC)

**STIPULATION AND [PROPOSED]
 ORDER TO PERMIT PLAINTIFFS TO
 FILE A SECOND AMENDED
 COMPLAINT**

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1 WHEREAS the parties have engaged in ongoing discovery on the merits of the
2 allegations contained in Plaintiffs' First Amended Complaint ("Complaint"); and

3 WHEREAS Defendants Bay Environmental Management Inc., Caesar Nuti, and Dennis
4 Varni ("Bay Environmental Defendants"), and each of them, continue to deny any liability under
5 the Complaint; and

6 WHEREAS Defendants FSC Securities Corporation and Jerrold N. Weinberg also
7 continue to deny any liability under the Complaint, including, but not limited to denying that they
8 are or were fiduciaries to the Plans; and

9 WHEREAS Plaintiffs Jerry Vaughn and Theresa Travers ("Plaintiffs") have determined,
10 based upon Bay Environmental Defendants' discovery responses served on August 21, 2009, that
11 other persons should be identified as defendants and therefore removed from the class; and

12 WHEREAS naming additional defendants at this early stage of discovery in the case will
13 not prejudice Defendants; and

14 WHEREAS the Bay Environmental Defendants and Defendants FSC Securities Corp. and
15 Jerrold N. Weinberg consent under Fed. R. Civ. P. 15(a) to permit Plaintiffs to file the Second
16 Amended Complaint attached hereto as Exhibit A; and

17 WHEREAS the Bay Environmental Defendants and Defendants FSC Securities Corp. and
18 Jerrold N. Weinberg have agreed to waive notice and service of the Second Amended Complaint;
19 and

20 NOW, THEREFORE, the parties to this action, by and through their undersigned
21 attorneys, hereby stipulate and respectfully request that the Court order that Plaintiffs file a
22 Second Amended Complaint in the form of the document attached hereto as Exhibit A.

23 Respectfully Submitted,

24 Dated: August 27, 2009

25 LEWIS, FEINBERG, LEE,
RENAKER & JACKSON, P.C.

26 By: /s/
27 Lindsay Nako
28 Attorneys for Plaintiffs JERRY VAUGHN
and THERESA TRAVERS

1 Dated: August 27, 2009

MORGAN LEWIS & BOCKIUS LLP

2 By /s/
3 D. Ward Kallstrom
4 Nicole A. Diller
5 Angel T. Lin
6 Attorneys for Defendants
7 BAY ENVIRONMENTAL
8 MANAGEMENT INC., CAESAR NUTI,
9 ESTATE OF PINA J. BARBIERI and
10 DENNIS VARNI

8 Dated: August 27, 2009

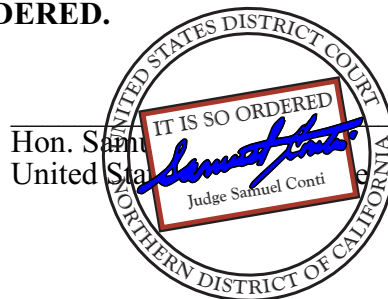
WILSON, ELSER, MOSKOWITZ,
EDELMAN & DICKER LLP

10 By /s/
11 Bernard Gehlhar
12 Emily Wood
13 Attorneys for Co-Defendants
14 FSC SECURITIES CORPORATION and
15 JERROLD N. WEINBERG

15 **~~PROPOSED~~ ORDER**

16 **PURSUANT TO STIPULATION, IT IS SO ORDERED.**

17 Dated: September 1, 2009



ATTESTATION

I hereby attest that for all conformed signatures indicated by a /s/, the signatory has concurred in the filing of this document.

Dated: August 28, 2009

By: /s/
Teresa S. Renaker

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